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COUNSEL FOR THE COMPANIES AND  
SYNDICATES AT LLOYD'S, LONDON THAT  
INDIVIDUALLY SUBSCRIBED TO INSURANCE  
POLICIES IDENTIFIED AS B0823AB7100402,  
B0823AB7A00435, B0823AM7B00195, 576/AJA2338,  
576/AKA2338, 501/MU06AQJ1, 501/MU07AQJ1 AND  
B08752008QAM5036

COUNSEL FOR ILLINOIS NATIONAL INSURANCE CO.

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE NORTHERN DISTRICT OF TEXAS  
DALLAS DIVISION**

In re:

SUPERIOR AIR PARTS, INC.

Debtor.

§  
§  
§  
§  
§

Case No. 08-36705-BJH-11

**AVIATION INSURERS' MOTION FOR ORDER SETTING AN EXPEDITED  
HEARING ON REQUEST FOR ADEQUATE PROTECTION OF THEIR  
INTERESTS PURSUANT TO SECTION 363(e) OF THE BANKRUPTCY CODE**

The companies and syndicates at Lloyd's, London that individually subscribed to insurance policies identified as B0823AB7100402, B0823AB7A00435, B0823AM7B00195, 576/AJA2338, 576/AKA2338, 501/MU06AQJ1, 501/MU07AQJ1 and B08752008QAM5036, together with Illinois National Insurance Co. and any other member insurer of the American International Group, Inc. that previously insured the Debtor (collectively, the "Aviation

Insurers”) hereby file this request for entry of an order setting an expedited hearing on their request for adequate protection filed contemporaneously herewith. In support, the Aviation Insurers would respectfully show the Court as follows:

1. On December 31, 2008, Superior Air Parts, Inc. (the “Debtor”) filed a voluntary petition for relief under Chapter 11 of the United States Bankruptcy Code, commencing this bankruptcy case. The Debtor continues to operate its businesses and manage its affairs as a debtor-in-possession pursuant to Sections 1107 and 1108 of the Bankruptcy Code.

2. On January 2, 2009, the Debtor filed a motion requesting authority to sell substantially all of its assets to a third party (the “Sale Motion”).

3. The Aviation Insurers provided insurance coverage to the Debtor for specified aviation risks during various time periods.

4. The Aviation Insurers do not object to a sale of the Debtor’s assets. However, the Aviation Insurers wish to make certain that any and all evidence that may be required to protect and defend claims filed against the Debtor concerning its aviation risks will be protected and preserved by the purchaser of the Debtor’s assets. Accordingly, the Aviation Insurers filed on February 24, 2009, a request that the Court include certain language substantively similar to the cooperation agreement attached thereto in any order approving a sale of the Debtor’s assets.

5. The Aviation Insurers have an interest in certain of the property to be conveyed pursuant to the Sale Motion (whether in the form of documents, electronic data, equipment or other physical goods) to the extent such property may (actually or potentially) be deemed to be (or may later become) evidence (“Actual and Potential Evidence”) in any matter where the Aviation Insurers have, are alleged to have, or may in the future have, an obligation to defend or indemnify.

6. If the sale of assets is approved as requested in the Sale Motion to be heard on February 26, 2009, at 1:45 p.m., the Aviation Insurers' interests will not be adequately protected unless the relief sought in their request for adequate protection is heard and approved. Therefore, the Aviation Insurers request that the Court set an expedited hearing on their request for adequate protection at the same time as the hearing on the Sale Motion.

**WHEREFORE**, the Aviation Insurers respectfully requests that the Court enter an order (1) granting this Motion to Expedite, (2) setting this matter for expedited consideration commencing on Thursday, February 26, 2009, at 1:45 p.m., and (3) granting the Aviation Insurers such further relief as the Court deems just and proper.

DATED: February 25, 2009

Respectfully Submitted,

By: /s/ Shari L. Heyen

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576/AKA2338, 501/MU06AQJ1, 501/MU07AQJ1 AND  
B08752008QAM5036

### **CERTIFICATE OF CONFERENCE**

The undersigned hereby certifies that she conferred with Robert Franke, counsel for the debtor and debtor-in-possession in the above referenced bankruptcy case, on February 25, 2009, via telephone with regard to the relief requested in the Motion to Expedite. Mr. Franke opposes the relief requested.

/s/ Shari L. Heyen

Shari L. Heyen

### **CERTIFICATE OF SERVICE**

I hereby certify that a true and correct copy of the foregoing has been served upon all parties receiving electronic notice via the Court's CM/ECF system on February 25, 2009.

/s/ Shari L. Heyen

Shari L. Heyen